

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

VENUS LIQUIDATION INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-10738 (JPM)

(Jointly Administered)

**SECOND AMENDED CERTIFICATION OF ADAM J. FIALKOWSKI OF STRETTO, INC.
REGARDING VOTING AND TABULATION OF BALLOTS CAST ON THE CHAPTER 11
PLAN OF LIQUIDATION OF VENUS LIQUIDATION INC. (F/K/A VICE GROUP HOLDING,
INC.) AND CERTAIN OF ITS AFFILIATES**

I, Adam J. Fialkowski, declare, under penalty of perjury:

1. I am a Director of Stretto, Inc. (“Stretto”), which has offices located at 410 Exchange, Suite 100, Irvine, CA 92602. I am over the age of eighteen years and neither Stretto, nor I, is a party to these proceedings. I am duly authorized to submit this amended certification on behalf of Stretto (this “Amended Voting Certification”). Except as otherwise indicated, all matters set forth herein are based upon my personal knowledge, and, if called as a witness, I could and would testify competently thereto.

2. I submit this Amended Voting Certification with respect to the solicitation and tabulation of votes cast on the *Chapter 11 Plan of Liquidation of Venus Liquidation Inc. (F/K/A Vice Group Holding, Inc.) And Certain of Its Affiliates* [Docket No. 664] (the “Plan”).

3. In accordance with (a) the *Order (I) Authorizing and Approving the Appointment of Stretto, Inc. as Claims and Noticing Agent to the Debtors and (II) Granting Related Relief*, dated May 18, 2023 [Docket No. 47], (b) the *Order Authorizing the Employment and Retention of Stretto, Inc. as Administrative Advisor for the Debtors and Debtors in Possession, Nunc Pro Tunc*

¹ The location of the Debtors’ service address for purposes of these chapter 11 cases is: c/o Alix Partners, 909 Third Avenue, 30th Floor, New York, New York 10022.

to the Petition Date, dated August 23, 2023 [Docket No. 406] and (c) the Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including Scheduling a Combined Hearing to Consider Approval of the Debtors' Disclosure Statement and Plan; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; (IV) Approving (A) Procedures for Solicitation, (B) Forms of Ballots, (C) Procedures for Tabulation of Votes, and (D) Procedures for Objections, dated February 27, 2024 [Docket No. 798] (the "Solicitation Order"), Stretto was appointed and authorized to assist the Debtors with, inter alia, soliciting, receiving, reviewing, determining the validity of, and tabulating Ballots cast on the Plan by holders of Claims in the Voting Classes (as defined below).

4. The Solicitation Order established November 24, 2023 as the record date for determining the Holders of Claims in the Voting Classes who would be entitled to vote on the Plan (the "Voting Record Date").

5. Pursuant to the Plan and Solicitation Order, only Holders of Claims in the following classes as of the Voting Record Date, were entitled to vote to accept or reject the Plan (the "Voting Classes"):

Classes	Class Description
Class 4	Prepetition Senior Secured Credit Agreement Claims
Class 5	JPM Overdraft Facility Claims
Class 6	Senior Subordinated Notes Claims
Class 7	Pulse Notes Claims
Class 8	General Unsecured Claims

6. No other classes under the Plan were entitled to vote on the Plan.

7. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Solicitation Order. In accordance with the Solicitation Order, Stretto worked closely with the Debtors' professionals to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. Stretto was instructed by the Debtors to solicit, review, determine the validity of, and tabulate Ballots submitted to vote to accept or reject the Plan by the Holders of Claims in the Voting Classes.

8. On or before March 6, 2024, pursuant to and in accordance with the Solicitation Order, Stretto caused the Solicitation Packages (including the ballots where applicable) to be served on the Holders of Claims in the Voting Classes as of the Voting Record Date. A detailed description of Stretto's distribution of solicitation materials is set forth in Stretto's Affidavit of Service filed with the Court on March 8, 2024. [Docket No. 840]

9. In addition to serving the Solicitation Packages on all voting parties, Stretto timely served the Combined Hearing Notice, including Opt-Out Election Forms where applicable, on Holders of Claims or Interests in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), Class 3 (Other Priority Claims), and Class 9 (Interests) (collectively, the "Non-Voting Classes"). Subsequent Combined Hearing Notices were periodically served on Holders of Claims or Interests in the Non-Voting Classes on account of (a) forwarding instructions included on packages returned as undeliverable, and/or (b) at the request of interested parties. These services are evidenced by various affidavits of service filed with the Court [Docket Nos. 840 and 858]

10. Free copies of the Plan, Disclosure Statement and all other documents filed in these cases are available online at <https://cases.stretto.com/vice/>.

11. Ballots returned by online submission, mail, hand delivery, or overnight courier were received by personnel of Stretto at the offices of Stretto in Irvine, California. All Ballots received by Stretto were date-stamped upon receipt. Each Ballot was then scanned into Stretto's

system and sequentially numbered (the “Ballot Number”). Stretto then entered into a computer database all pertinent information from each of the Ballot, including among other things, the date and time the Ballot was received, the Ballot Number, the voting dollar amount, whether the creditor submitting the Ballot accepted or rejected the Plan.

12. For a Ballot to be counted as valid, the Ballot must have been properly completed in accordance with the procedures set forth in the Solicitation Order and executed by the relevant Holder, or such Holder’s authorized representative, and must have been received by Stretto by no later than 5:00 p.m. (Eastern Time) on March 29, 2024 (the “Voting Deadline”)².

13. Stretto also examined each valid Ballot and Opt-Out Election Form to determine which creditors opted out of the Third-Party Release provided in section 10.2(b) of the Plan (the “Third-Party Release”). Based on this review, fifteen Holders of Claims or Interests in the Voting Classes affirmatively selected to opt out of the Third-Party Release. Furthermore, five Holders of Claims or Interests in the Non-Voting Classes affirmatively selected to opt out of the Third-Party Release.

14. Stretto promptly complied with all requests for additional or replacement solicitation materials and/or (in the case of parties entitled to vote) Ballots.

15. Stretto is in possession of the Ballots received by it, and copies of the same are available for review during Stretto’s normal business hours.

16. Free copies of the Plan, Disclosure Statement and all other documents filed in these cases are available online at <https://cases.stretto.com/vice/>.

17. The results of the aforesaid tabulation of properly executed Ballots received by Stretto on or before the Voting Deadline are set forth in the report annexed hereto as **Exhibit A** (the “Final Tabulation Results”).

² The Debtors extended the Voting Deadline from March 29, 2024 at 5:00 p.m. (Eastern Time) to April 1, 2024 at 5:00 p.m. (Eastern Time).

18. I certify that attached hereto as **Exhibit B** is a detailed voting report of all Ballots included in the Final Tabulation Results.

19. I certify that the attached hereto as **Exhibit C** is a detailed report of all abstaining Ballots not included in the Final Tabulation Results.

20. I certify that attached hereto as **Exhibit D** is a detailed report of all unacceptable Ballots not included in the Final Tabulation Results and the reasons for exclusion of such Ballots.

21. A report of the number of Ballots and Opt-Out Election Forms mailed or e-mailed by and returned to Stretto is attached hereto as **Exhibit E-1** and **Exhibit E-2**. **Exhibit E-1** sets forth the number of returned Ballots expressed as a percentage of the total number of Ballots mailed or e-mailed by Stretto, as well as the total dollar voting amount on those returned Ballots expressed as a percentage of the total dollar voting amount on the Ballots mailed or e-mailed by Stretto. **Exhibit E-2** sets forth the number of returned Opt-Out Election Forms expressed as a percentage of the total number of Opt-Out Election Forms mailed or e-mailed (or caused to be mailed or e-mailed) by Stretto.

22. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: April 4, 2024

/s/ Adam J. Fialkowski
Adam J. Fialkowski
Director, Corporate Restructuring
Stretto
410 Exchange, Suite 100
Irvine, CA 92602
Telephone: 855-620-5725
Email: ViceInquiries@stretto.com

Exhibit A

In re: Venus Liquidation Inc. (f/k/a Vice Group Holding Inc., et al.)
Case #23-10738 (JPM)

Exhibit A

Tabulation Summary of Ballots Cast and Counted¹

Total Ballots Counted					
Voting Class	Voting Class Description	Accepting		Rejecting	
		Number	Amount	Number	Amount
4	Prepetition Senior Secured Credit Agreement Claims	1 100.0%	\$144,975,581.00 100.0%	0 0.0%	\$0.00 0.0%
5	JPM Overdraft Facility Claims	0 0.0%	\$0.00 0.0%	0 0.0%	\$0.00 0.0%
6	Senior Subordinated Note Claims	0 0.0%	\$0.00 0.0%	3 100.0%	\$431,991,663.34 100.0%
7	Pulse Notes Claims	0 0.0%	\$0.00 0.0%	0 0.0%	\$0.00 0.0%
8	General Unsecured Claims	89 90.8%	\$2,115,885.12 94.4%	9 9.2%	\$125,162.41 5.6%

¹ "Total Ballots Counted" does not reflect the total Ballots mailed. Stretto mailed 1,239 unique Ballots--of which, one hundred and two (102) were returned and found to be valid (approximately 8.2% of the total unique Ballots mailed). The remaining 1,137 Ballots were either (i) not returned, or (ii) received but determined to be invalid and therefore not included in the tabulation.

Exhibit B

In re: Venus Liquidation Inc. (f/k/a Vice Group Holding Inc., et al.)
Case #23-10738 (JPM)

Exhibit B
Detailed Report of All Tabulated Ballots
(Sorted by Class)

Ballot #	Class	Name	Date Filed	Voting Amount	Accept or Reject?	Opt-Out of Release?
96	4	FORTRESS CREDIT CORPORATION, ADMINISTRATIVE AGENT FOR \$250 MILLION TERM LOAN	03/28/2024	\$144,975,581.00	Accept	No
100	6	SIXTH STREET VIRAT HOLDINGS 3, LLC	03/29/2024	\$164,327,920.67	Reject	Yes
93	6	TPG VIRAT HOLDINGS I, L.P.	03/28/2024	\$164,327,920.67	Reject	Yes
101	6	SIXTH STREET VIRAT HOLDINGS 2, LLC	03/29/2024	\$103,335,822.00	Reject	Yes
26	8	3RDI DIGITAL, INC.	03/15/2024	\$21,451.94	Reject	No
10	8	AARON DRAKE [IDYLLWILD MEDIA LLC]	03/13/2024	\$1,800.00	Accept	No
21	8	ABACUS STAFFING, LLC	03/14/2024	\$14,171.00	Accept	No
85	8	ALEX RAMIREZ-MALLIS	03/27/2024	\$306.31	Accept	No
6	8	ALLIANCE GROUP PROTECTION SERVICES INC	03/12/2024	\$238,472.50	Accept	No
91	8	AMERICAN BROADCASTING COMPANIES, INC.	03/28/2024	\$261,403.90	Accept	Yes
112	8	AMEX TRS CO., INC.	04/01/2024	\$14,834.23	Accept	No
48	8	AMIN MASSOUDI	03/19/2024	\$1.00	Reject	No
36	8	ASSEMBLE SOUND LLC	03/18/2024	\$2,000.00	Accept	Yes
17	8	ASSOCIATED PRODUCTION MUSIC LLC	03/14/2024	\$86,900.00	Accept	No
67	8	BAGELSMITH	03/25/2024	\$10,710.92	Accept	No
46	8	BLUE UNDERGROUND, INC.	03/19/2024	\$6,900.00	Accept	No
55	8	BPA WORLDWIDE, INC	03/22/2024	\$10,000.00	Accept	No
18	8	BRITISH PATHE LTD	03/14/2024	\$1,980.00	Accept	No
8	8	BUILDING STUDIO ARCHITECTS [THE BUILDING STUDIO LLP]	03/13/2024	\$7,000.00	Accept	No
57	8	CANNES LIMO SERVICE	03/22/2024	\$7,894.79	Accept	No
65	8	CAREY OLSEN JERSEY LLP	03/25/2024	\$3,313.83	Accept	No
72	8	CERTIFIED FLAMEPROOFING CORP.	03/26/2024	\$1,905.31	Accept	No
7	8	CHARLES RAGGIO	03/12/2024	\$1,260.27	Accept	No
73	8	CHRISTIAN BANACH LLC	03/26/2024	\$35,500.00	Accept	No
49	8	COGENT WASTE	03/19/2024	\$5,828.07	Accept	Yes
33	8	COLOR PRODUCTION HOUSE, LLC	03/16/2024	\$6,967.00	Accept	No
23	8	COLOR SPACE DIGITAL LLC	03/14/2024	\$2,321.00	Accept	No
104	8	COMSCORE, INC.	03/29/2024	\$109,792.74	Accept	No
64	8	CONFIDENTIAL CREDITOR	03/25/2024	\$2,925.00	Accept	No
20	8	CONFIDENTIAL CREDITOR	03/14/2024	\$600.00	Accept	No
22	8	CROKER FIRE DRILL CORPORATION	03/14/2024	\$4,345.02	Accept	No
53	8	CROSSFIRE SOUND PRODUCTIONS	03/21/2024	\$17,502.36	Accept	No
58	8	CRUCIAL MUSIC CORPORATION	03/22/2024	\$800.00	Accept	No
99	8	DANIEL FETHERSTON	03/29/2024	\$28,809.95	Accept	No
92	8	DAVID VEET	03/28/2024	\$24,129.01	Accept	No
102	8	DENIELLE WASSELL	03/29/2024	\$41,592.91	Accept	No
39	8	DENISE KRAMER	03/18/2024	\$2,500.00	Accept	No
98	8	DIRAIMONDO & SCHROEDER LLP [DS IMMIGRATION]	03/29/2024	\$3,415.00	Accept	No
105	8	EGALITY LAW LLP	03/29/2024	\$3,210.29	Reject	No

In re: Venus Liquidation Inc. (f/k/a Vice Group Holding Inc., et al.)
Case #23-10738 (JPM)

Exhibit B
Detailed Report of All Tabulated Ballots
(Sorted by Class)

Ballot #	Class	Name	Date Filed	Voting Amount	Accept or Reject?	Opt-Out of Release?
38	8	ELISABET VELASQUEZ	03/18/2024	\$700.00	Accept	No
42	8	ELLA FASSLER	03/19/2024	\$500.00	Accept	No
90	8	ERIK LAVOIE	03/28/2024	\$140,009.29	Accept	No
50	8	FLOATING OPHELIA PRODUCTIONS, LLC [ANNALISE OPHELIAN]	03/19/2024	\$2,400.00	Accept	No
77	8	GABRIEL CHIU	03/26/2024	\$450.00	Accept	No
14	8	HJZ PRODUCTIONS, INC.	03/14/2024	\$31,921.45	Accept	No
9	8	IDYLLWILD MEDIA LLC	03/13/2024	\$900.00	Accept	No
32	8	ILAN TITO	03/16/2024	\$18,232.79	Reject	Yes
81	8	JOHN NORTHCRAFT	03/27/2024	\$29,554.98	Accept	No
51	8	JUAN MANUEL CORTEZ	03/19/2024	\$625.00	Accept	No
56	8	JULIA DUFOSSÉ ILLUSTRATION, LLC	03/22/2024	\$2,750.00	Accept	No
79	8	KELLIE MATZEN	03/27/2024	\$24,526.00	Accept	No
59	8	KELLY DAWSON	03/22/2024	\$700.00	Accept	No
15	8	KELLY KENDRICK	03/14/2024	\$600.00	Accept	No
27	8	KOHL BUILDING MAINTENANCE	03/15/2024	\$42,470.23	Reject	No
111	8	LAS CASITAS FILMS LLC	03/30/2024	\$5,500.00	Accept	No
35	8	LEE PHILLIPS	03/17/2024	\$800.00	Reject	Yes
16	8	LIGHT DARKNESS LIGHT LLC	03/14/2024	\$31,500.00	Accept	No
1	8	LILLEHAMMER ALLEN	03/10/2024	\$150.00	Accept	No
89	8	LUCAS VILLA	03/27/2024	\$500.00	Accept	No
60	8	M&J EDELMAN & ASSOCIATES	03/23/2024	\$20,561.04	Accept	No
5	8	MAEVA COSTA	03/11/2024	\$150.00	Reject	No
62	8	MARY REYNOLDS	03/24/2024	\$150.00	Reject	Yes
12	8	MELODY GUN GROUP INC.	03/13/2024	\$2,638.00	Accept	No
13	8	MELODY GUN GROUP INC. [MELODYGUN SOUNDS STUDIOS]	03/13/2024	\$2,368.00	Accept	No
106	8	MERITUS INTELYTICS PRIVATE LIMITED	03/29/2024	\$116,055.98	Accept	No
31	8	MICHAEL LEARMONTH	03/16/2024	\$33,391.80	Accept	No
24	8	MILK STUDIOS LOS ANGELES LLC	03/15/2024	\$7,872.18	Accept	No
110	8	MORE DASH INC.	03/29/2024	\$100,485.00	Accept	Yes
95	8	NAOHMI MONROE	03/28/2024	\$4,000.00	Accept	No
41	8	NEWSFLARE LIMITED	03/19/2024	\$499.94	Accept	No
87	8	PIPER ALDERMAN LP	03/27/2024	\$3,913.15	Accept	No
113	8	PRESCIANT, LLC	04/01/2024	\$70,000.00	Accept	No
3	8	PUSHER LLC	03/11/2024	\$4,249.95	Accept	No
74	8	RACKET CLUB LLC [RACKET CLUB, RACKET CLUB MUSIC]	03/26/2024	\$6,350.00	Accept	No
63	8	RAMANI DURVASULA	03/24/2024	\$750.00	Accept	No
19	8	RRMB MEDIA LLC [THE AUDIO STABLE]	03/14/2024	\$3,214.50	Accept	No
94	8	SAMANTHA LEAL	03/28/2024	\$900.00	Accept	No
40	8	SARAH MOROZ	03/18/2024	\$3,900.00	Accept	No
52	8	SAVE ON SP, LLC	03/21/2024	\$9,704.03	Accept	No
45	8	SELECAO NYC	03/19/2024	\$6,400.00	Accept	No
69	8	SMITH AND COMPANY	03/25/2024	\$30,000.00	Accept	No
54	8	SO3 PROJECTS (UK) LTD	03/22/2024	\$2,393.59	Accept	No
109	8	SOPHIA MEDVEDOW KAZIS	03/29/2024	\$9,394.20	Accept	No

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Exhibit B
Detailed Report of All Tabulated Ballots
(Sorted by Class)

Ballot #	Class	Name	Date Filed	Voting Amount	Accept or Reject?	Opt-Out of Release?
86	8	SOUTHERN CALIFORNIA PUBLIC RADIO [LAIST STUDIOS]	03/27/2024	\$75,000.00	Accept	No
25	8	STEUBER CORPORATION [ALTA	03/15/2024	\$1,291.10	Accept	Yes
82	8	STOPPED CLOCK FILMS, LLC	03/27/2024	\$270,286.50	Accept	Yes
4	8	STRAY ANGEL FILMS	03/11/2024	\$1,368.38	Accept	No
107	8	TAMERRA GRIFFIN	03/29/2024	\$1,350.00	Accept	No
28	8	TECHNOLOGICAL CINEVIDEO SERVICES, INC. [TCS, INC]	03/15/2024	\$22,739.76	Accept	No
47	8	THE ONE CLUB FOR CREATIVITY INC	03/19/2024	\$19,420.00	Accept	No
80	8	THE ROUNDHOUSE TRUST	03/27/2024	\$1,047.87	Accept	No
61	8	TIMOTHY DAUGHERTY	03/24/2024	\$38,696.16	Reject	No
68	8	ULTRAPHONIC MUSIC LTD	03/25/2024	\$2,000.00	Accept	No
37	8	UNITED MANAGEMENT LLC	03/18/2024	\$1,887.94	Accept	No
75	8	UPPERCUT, INC [UPPERCUT EDIT]	03/26/2024	\$8,000.00	Accept	No
2	8	VALLEY WIDE AIR CORPORATION	03/11/2024	\$6,983.30	Accept	No
97	8	WAYNE RODRIGUES PRODUCTIONS, INC.	03/28/2024	\$2,166.45	Accept	No
108	8	WEST ONE MUSIC GROUP INC	03/29/2024	\$4,400.00	Accept	No
11	8	WGEM TELEVISION	03/13/2024	\$6,700.00	Accept	No
103	8	WILLIAM FLYNN	03/29/2024	\$8,478.00	Accept	No
66	8	WYRICK ROBBINS YATES & PONTON LLP	03/25/2024	\$10,908.00	Accept	No
34	8	YAKOOB SAYED	03/17/2024	\$1,648.62	Accept	No

Exhibit C

In re: Venus Liquidation Inc. (f/k/a Vice Group Holding Inc., et al.)
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Exhibit C
Detailed Report of All Abstaining Ballots
(Sorted by Name)

Ballot #	Class	Name	Date Filed	Voting Amount	Accept or Reject?	Opt-Out of Release?
84	8	ADAM LEITMAN BAILEY, P.C.	03/27/2024	\$5,629.74	Abstain	No
71	8	COUPA SOFTWARE INC.	03/26/2024	\$210,305.38	Abstain	Yes
83	8	HOGAN LOVELLS US LLP	03/27/2024	\$34,585.70	Abstain	Yes
29	8	JAY HOAG	03/15/2024	\$1.00	Abstain	Yes

Exhibit D

In re: Venus Liquidation Inc. (f/k/a Vice Group Holding Inc., et al.)
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Exhibit D
Detailed Report of All Ballots Not Tabulated
(Sorted by Name)

Ballot #	Class	Name	Date Filed	Voting Amount	Accept or Reject?	Opt-Out of Release?	Reason Not Tabulated
76	8	UPPERCUT, INC.	3/26/2024	\$8,000.00	Unacceptable	No	Ballot Superseded by Ballot #75 on behalf of Filed Claim

Exhibit E-1

In re: Venus Liquidation Inc. (f/k/a Vice Group Holding Inc., et al.)
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Exhibit E-1
Detailed Report of Total Ballots Mailed or Emailed and Returned

Class	Class Description	Number of Ballots Mailed or Emailed ¹	Number of Valid Ballots Returned and Counted ²	Aggregate Amount of Ballots Mailed or Emailed	Aggregate Amount of Valid Ballots Returned and Counted	Number of Valid Ballots with an Opt-Out Election ³
		%		%		%
4	Prepetition Senior Secured Credit Agreement Claims	3	1	\$371,206,831.30	\$144,975,581.00	0
		33.3%		39.1%		0.0%
5	JPM Overdraft Facility Claims	1	0	\$9,841,275.00	\$0.00	0
		0.0%		0.0%		0.0%
6	Senior Subordinated Note Claims	3	3	\$431,991,663.34	\$431,991,663.34	3
		100.0%		100.0%		100.0%
7	Pulse Notes Claims	1	0	\$20,939,275.00	\$0.00	0
		0.0%		0.0%		0.0%
8	General Unsecured Claims	1231	98	\$49,210,966.52	\$2,241,047.53	9
		8.0%		4.6%		0.7%

¹ Please note that pursuant to the Solicitation Order, Stretto transmitted Solicitation Packages to Holders of Voting Claims by First-Class Mail and, on occasion, via Email at the request of interested parties. The Solicitation Package contained the Combined Hearing Notice, Solicitation Order, instructions detailing how to access copies of the Disclosure Statement and Plan, and the applicable Class 4, Class 5, Class 6, Class 7 or Class 8 Ballot.

² After Stretto mailed or e-mailed (as applicable) the 1,231 Class 8 Ballots, the Debtors reduced the total number of Class 8 Voting Claims eligible to vote by 10 (to 1,221) by virtue of filing the Debtors' First through Fourth Omnibus Objections (Docket Nos. 842, 844, 846 and 848)

³ Stretto received three (3) Class 8 Ballots that were abstaining submissions but checked the box in Item 4 of the Ballot to indicate the Holder elects to "opt-out" of the Third-Party Releases set forth in Section 10.2(b) of the Plan. For further detail on the submissions, please review Exhibit C - Detailed Report of All Abstaining Ballots

Exhibit E-2

In re: Venus Liquidation Inc. (f/k/a Vice Group Holding Inc., et al.)
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Exhibit E-2

Detailed Report of Total Opt-Out Forms Mailed or E-Mailed (or Caused to Be Mailed or E-Mailed) and Returned

Class	Class Description	Number of Opt-Out Forms Mailed or Emailed	Number of Opt-Out Forms Returned	Number of Opt-Out Forms Returned and Not Counted ¹	Number of Opt-Out Elections
		%			
1	Secured Tax Claims	1	0	0	0
		0.0%			
2	Other Secured Claims	7	2	0	2 of 7
		28.6%			
3	Other Priority Claims	77	4	1 of 4	3 of 4
		5.2%			

¹ One (1) Class 3 Holder submitted an Opt-Out Election Form, but did not check the box indicating an election to Opt-Out of the Third Party Releases.